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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re :

CALPINE CORPORATION, *et al.*, :

**Chapter 11**

**Case No. 05-60200 (BRL)**

**(Jointly Administered)**

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HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, AND MANUFACTURERS :  
& TRADERS TRUST COMPANY, :  
AS INDENTURE TRUSTEE, :

**Case No. 1:07-cv-03088 (GBD)**

**Appellants,** :

**– against –** :

CALPINE CORPORATION, THE OFFICIAL :  
COMMITTEE OF UNSECURED :  
CREDITORS OF CALPINE CORPORATION, :  
AND THE OFFICIAL COMMITTEE OF :  
EQUITY SECURITY HOLDERS, :

**Appellees.** :

*caption continued on next page*

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CALPINE CORPORATION, THE OFFICIAL :  
COMMITTEE OF UNSECURED :  
CREDITORS OF CALPINE CORPORATION, :  
AND THE OFFICIAL COMMITTEE OF :  
EQUITY SECURITY HOLDERS, :  
:

Appellants, :

– against – :  
:

HSBC BANK USA, NATIONAL :  
ASSOCIATION, AS INDENTURE :  
TRUSTEE, THE BANK OF NEW YORK, :  
AS ADMINISTRATIVE AGENT, :  
WILMINGTON TRUST FSB, AS :  
INDENTURE TRUSTEE, WILMINGTON :  
TRUST COMPANY, AS ADMINISTRATIVE :  
AGENT, AND MANUFACTURERS :  
& TRADERS TRUST COMPANY, :  
AS INDENTURE TRUSTEE, :  
:

Appellees. :  
-----X


**ORDER GRANTING MOTION FOR ADMISSION TO PRACTICE, *Pro Hac Vice***

Victor G. Milione, an active member in good standing in the Commonwealth of  
Massachusetts, having applied in the above-entitled action for admission to practice in the  
Southern District of New York on a *pro hac vice* basis, representing Wilmington Trust

Company, as Collateral Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust Company, as Administrative Agent,<sup>1</sup> in the above captioned matter.

IT IS HEREBY ORDERED THAT the application is granted.

Dated: July 19, 2007

  
UNITED STATES DISTRICT COURT JUDGE  
SOUTHERN DISTRICT OF NEW YORK

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<sup>1</sup> The Motion was filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

- (a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);
- (b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);
- (c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and
- (g) the 11 ½ % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).